

# **EXHIBIT D**

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Norfolk Division**

CSX TRANSPORTATION, INC., et al.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Civil Action No. 2:18CV530-RAJ-LRL
	)	
NORFOLK SOUTHERN RAILWAY	)	
COMPANY, et al.,	)	
	)	
Defendants.	)	
_____	)	

**DECLARATION OF PHILLIP MERILLI**

I, Phillip Merilli, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury that the following is true and correct:

1. My name is Phillip Merilli. I am over 21 years of age, of sound mind, capable of executing this Declaration, and have personal knowledge of the facts stated herein.

2. I have been named as a defendant in Count VI of the above captioned case, a derivative claim alleging breach of fiduciary duty arising from my service as a member of the board of directors (the "Board") of the Norfolk and Portsmouth Belt Line Railroad ("NPBL").

3. I began my service as a member of the Board of the NPBL in January of 2016, and I resigned as a member of the Board of the NPBL effective on May 1, 2019.

Dated: January 29, 2020

  
PHILLIP MERILLI